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 Attorneys for Plaintiff
 2 SECURITIES AND EXCHANGE COMMISSION
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6 UNITED STATES DISTRICT COURT
 7 NORTHERN DISTRICT OF CALIFORNIA
 8 SAN JOSE DIVISION
 9

10 SECURITIES AND EXCHANGE
 11 COMMISSION,

12 Plaintiff,

13 vs.

14 MARK LESLIE, et al.,

15 Defendants.
 16

Case No. C 07-3444 JF

[PROPOSED] CONSENT ORDER

Hon. Jeremy Fogel

17 Steven E. Rindner, a defendant in the case captioned *Securities and Exchange*
 18 *Commission v. Kelly et al.*, Civ. No. 08 cv 4612 (S.D.N.Y.) (hereinafter "Related Case"),
 19 currently pending in the United States District Court for the Southern District of New York, has
 20 requested the discovery of documents and transcripts from Securities and Exchange Commission
 21 ("SEC"), the plaintiff in that case and the instant case. Some of the materials requested by Mr.
 22 Rindner fall under the confidentiality provision of the Joint Case Management Statement of
 23 September 28, 2007. After discussions among counsel for Mr. Rindner and the parties in the
 24 above-captioned litigation, it is agreed as follows:

25 (1) Pursuant to Mr. Rindner's Third Request for the Production of Documents and
 26 Rule 45 Subpoena dated May 26, 2009, as set forth in Exhibit A (attached hereto), the SEC has
 27 agreed to produce responsive discovery requests/responses and deposition testimony transcripts
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1 in the *SEC v. Leslie* case (hereinafter, "Protected Documents"). However, the SEC will not
 2 produce any responsive discovery requests/responses or portions of deposition testimony
 3 transcripts which relate to confidential financial information of the defendants in the *SEC v.*
 4 *Leslie* case; the defendants in *SEC v. Leslie* will identify such confidential documents for the
 5 SEC, and provide to the SEC appropriately redacted deposition transcripts for production, within
 6 14 (fourteen) days of the entry of this order.

7 (2) Access to Protected Documents shall be restricted to persons authorized by this
 8 Order, namely Mr. Rindner, Joseph E. Ripp, John Michael Kelly and Mark Wovsaniker (the
 9 defendants in the Related Case, collectively, the "Related Case Defendants"), and the SEC in the
 10 Related Case; their attorneys of record; and attorneys, paralegals, investigators, experts, and
 11 secretaries or other individuals employed by, or performing work on behalf of, the attorneys of
 12 record for the Related Case Defendants and the SEC in the Related Case.

13 (3) The following restrictions are placed on the Related Case Defendants and the
 14 other above-designated individuals, unless and until further ordered by the Court. The
 15 Related Case Defendants and the other individuals designated above shall not:

- 16 a. make copies for, or allow copies of any kind to be made by, any other
 17 person of Protected Documents;
- 18 b. allow any other person to read Protected Documents;
- 19 c. communicate the substance of the information in Protected Documents to
 20 anyone else, other than to non-party witnesses (or their attorneys) whom
 21 the parties are preparing for deposition or trial testimony in the Related
 22 Case;
- 23 d. use, directly or indirectly, Protected Documents, or any of the information
 24 contained in Protected Document, for any purpose other than preparing for
 25 the trial in the litigation of the Related Case;
- 26 e. use any deposition or trial testimony generated in the Related Case that
 27 discloses, refers to, or was generated by information contained in
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1 Protected Documents for any purpose other than preparing for the trial in
2 the Related Case.

3 (4) The scope of this Order is intended to confine the use of Protected Documents
4 and the information contained in Protected Documents and the information contained in
5 Protected Documents to the litigation in the Related Case. Any other use of Protected
6 Documents and the information contained in Protected Documents would violate this Order.
7

8 (5) The Related Case Defendants' attorneys shall inform any person to whom
9 disclosure shall be made pursuant to this Order of the existence and terms of this Order. All
10 individuals receiving any Protected Documents shall agree with the terms of this Order and
11 shall not otherwise disclose Protected Documents to the public or any other person or entity
12 other than pursuant to the terms of this Order, and shall acknowledge their agreement to
13 comply with the provisions of this Order by signing a copy of the attached acknowledgement
14 form. The disclosing party will retain copies of signed acknowledgment forms until such time
15 as the Related Case, including all appeals, is concluded.
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17 (6) Nothing in this Order shall restrict the use or introduction of Protected
18 Documents as evidence or exhibits by the Related Case Defendants' attorneys or the SEC's
19 attorneys during any deposition or trial in the Related Case.
20

21 (7) Upon conclusion of the Related Case, the Related Case Defendants'
22 attorneys shall return to counsel for the SEC, or destroy and certify to counsel for the SEC
23 the destruction of, all Protected Documents within a reasonable period of time, not to
24 exceed 30 days after the last appeal in the Related Case is final.
25

26 (8) This Order does not constitute any ruling on the question of whether any
27 particular document or category of information is properly discoverable and does not
28

1 constitute any ruling on any potential objection to the discoverability, relevance, or
2 admissibility of any Protected Documents.

3
4 (9) Any and all disputes related to this Consent Order shall be resolved in the
5 United States District Court for the Northern District of California.

1 **AGREED AND CONSENTED TO:**

2 Dated:

3 _____
Richard Hong
4 Counsel for Plaintiff Securities and Exchange
Commission

5
6 Dated: *August 18, 2009*

7 _____
Jonathan Drimmer
8 Counsel for Related Case Defendant Steven E.
Kindner

9 Dated:

10 _____
11 Counsel for Related Case Defendant Joseph E.
Ripp

12
13 Dated: *August 19, 2009*

14 _____
15 Counsel for Related Case Defendant John
Michael Kelly

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17 Dated:

18 _____
19 Counsel for Related Case Defendant Mark
Wovsaniker

20 Dated:

21 _____
22 Counsel for Defendant Mark Leslie

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24 Dated:

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26 Counsel for Defendant Kenneth E. Lonchar

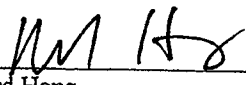
27 Dated:

28 _____
Counsel for Defendant Paul A. Sallaberry

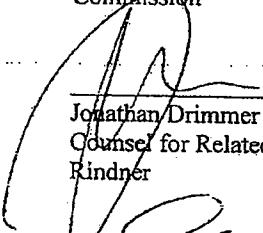
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1 AGREEED AND CONSENTED TO:


2 Dated: August 21, 2009


Richard Hong
Counsel for Plaintiff Securities and Exchange
Commission

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4
5
6 Dated: August 18, 2009


Jonathan Drimmer
Counsel for Related Case Defendant Steven E.
Kindner


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10 Dated: August 19, 2009


Counsel for Related Case Defendant Joseph E.
Ripp

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Counsel for Related Case Defendant John
Michael Kelly

Dated: August 20, 2009


GLENN R. REICHARDT
Counsel for Related Case Defendant Mark
Wovsaniker

Dated:

Counsel for Defendant Mark Leslie

Dated:

Counsel for Defendant Kenneth E. Lonchar

Dated:

Counsel for Defendant Paul A. Sallaberry

1 AGREEED AND CONSENTED TO:

2 Dated:

Richard Hong
Counsel for Plaintiff Securities and Exchange
Commission

6 Dated: August 18, 2009

Jonathan Drimmer
Counsel for Related Case Defendant Steven E.
Kindner

10 Dated:

Counsel for Related Case Defendant Joseph E.
Ripp

14 Dated:

Counsel for Related Case Defendant John
Michael Kelly

18 Dated:

Counsel for Related Case Defendant Mark
Wovsaniker

22 Dated: 8/24/09

Anthony P. Schoenberg
Counsel for Defendant Mark Leslie

26 Dated: 8/26/09

ROBIN LINSSEN MAYER
Counsel for Defendant Kenneth E. Lonchar

30 Dated: 8/26/09

GREGG S. FARANO
Counsel for Defendant Paul A. Sallaberry

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CONSENT ORDER
SEC v MARK LESLIE, et al.,
Civil Action No. C 07-344-JF

1
2 **IT IS SO ORDERED.**

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4 Dated: _____

Magistrate Judge Patricia V. Turnbull

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE

COMMISSION,

Plaintiff,

vs.

MARK LESLIE, et al.,

Defendants.

Case No. C 07-3444 JF

**ACKNOWLEDGEMENT OF CONSENT
ORDER**

I, _____, hereby acknowledge, under penalty of perjury, that I have read the Consent Order entered by the Court on _____, 2009. I am familiar with the specific terms of the Consent Order and agree to be bound by its terms. I further understand that I am subject to the contempt powers of this Court for violation of this Consent Order.

Date: _____